

United States Bankruptcy Court
Southern District of Ohio

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): GLC Limited	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): See Attached Schedule 1	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 16-1695532	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 402 State Street Proctorville, OH	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 45669	ZIP Code
County of Residence or of the Principal Place of Business: Lawrence	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): P.O. Box 670 Proctorville, OH	Mailing Address of Joint Debtor (if different from street address):
ZIP Code 45669	ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):	

<p>Type of Debtor (Form of Organization) (Check one box)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p>Nature of Business (Check one box)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input type="checkbox"/> Other</p>	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p>
	<p>Tax-Exempt Entity (Check box, if applicable)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p>Nature of Debts (Check one box)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>

<p>Filing Fee (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</p> <p><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p>	<p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>).</p> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</p>
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<p>Statistical/Administrative Information</p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p>	THIS SPACE IS FOR COURT USE ONLY																				
<p>Estimated Number of Creditors</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 12.5%;"><input type="checkbox"/></td> <td style="width: 12.5%;"><input type="checkbox"/></td> <td style="width: 12.5%;"><input checked="" type="checkbox"/></td> <td style="width: 12.5%;"><input type="checkbox"/></td> </tr> <tr> <td>1- 49</td> <td>50- 99</td> <td>100- 199</td> <td>200- 999</td> <td>1,000- 5,000</td> <td>5,001- 10,000</td> <td>10,001- 25,000</td> <td>25,001- 50,000</td> <td>50,001- 100,000</td> <td>OVER 100,000</td> </tr> </table>		<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1- 49	50- 99	100- 199	200- 999	1,000- 5,000	5,001- 10,000	10,001- 25,000	25,001- 50,000	50,001- 100,000	OVER 100,000
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
1- 49	50- 99	100- 199	200- 999	1,000- 5,000	5,001- 10,000	10,001- 25,000	25,001- 50,000	50,001- 100,000	OVER 100,000												
<p>Estimated Assets</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 12.5%;"><input type="checkbox"/></td> <td style="width: 12.5%;"><input checked="" type="checkbox"/></td> <td style="width: 12.5%;"><input type="checkbox"/></td> <td style="width: 12.5%;"><input type="checkbox"/></td> <td style="width: 12.5%;"><input type="checkbox"/></td> <td style="width: 12.5%;"><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion
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<p>Estimated Liabilities</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 12.5%;"><input type="checkbox"/></td> <td style="width: 12.5%;"><input checked="" type="checkbox"/></td> <td style="width: 12.5%;"><input type="checkbox"/></td> <td style="width: 12.5%;"><input type="checkbox"/></td> <td style="width: 12.5%;"><input type="checkbox"/></td> <td style="width: 12.5%;"><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion
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Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): GLC Limited	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		X Signature of Attorney for Debtor(s) _____ (Date) _____	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue			
(Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property			
(Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
<hr/> (Name of landlord that obtained judgment)			
<hr/> (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
GLC Limited**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.
 [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
 [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney***X** /s/ Ronald E. Gold, Esq.

Signature of Attorney for Debtor(s)

Ronald E. Gold, Esq.

Printed Name of Attorney for Debtor(s)

Frost Brown Todd LLC

Firm Name

2200 PNC Center
 201 East Fifth Street
 Cincinnati, OH 45202-4182

Address

(513) 651-6800 Fax: (513) 651-6981

Telephone Number

February 28, 2011

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ James R. Burritt

Signature of Authorized Individual

James R. Burritt

Printed Name of Authorized Individual

Chief Restructuring Officer

Title of Authorized Individual

February 28, 2011

Date

Signatures**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X

Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

Debtor

SCHEDULE 1

List of Names Used by Debtor in the Last 8 Years

All Other Names used by Debtor in the last 8 years

1. GLC Limited, Inc.
2. Global Liquidation LLC
3. Global Liquidation Center
4. Global Liquidations
5. GLC Wholesale
6. ShopGLC
7. GLC Discount
8. GLC Unlimited
9. DJs Mini Market
10. Dan's Sporting Goods
11. Trustworthy Hardware Store
12. Lailah's Mini-Mart
13. Dan's Sports Shop

ADDENDUM

While GLC Limited (the “Debtor”) and its management have made reasonable efforts to ensure that the information in this voluntary petition is accurate and complete based on the information that was available to them at the time of preparation, subsequent information or discovery may result in material changes to this voluntary petition. Likewise, inadvertent errors or omissions may exist in this voluntary petition. Nothing contained in this voluntary petition shall constitute a waiver of any of the Debtor’s rights or an admission with respect to this chapter 11 case. The Debtor expressly reserves any and all rights to amend this voluntary petition, including but not limited to, any and all rights of the Debtor to amend the amounts of estimated assets and/or estimated liabilities of the Debtor set forth in this voluntary petition, based upon any relevant information that may be subsequently ascertained during this chapter 11 case.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION**

In re:) Chapter 11
)
GLC LIMITED,) Case No. 11-_____
)
Debtor.) Honorable _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

The following is the list of the creditors of GLC Limited ("the "Debtor") holding the 20 largest unsecured claims (the "List of Creditors"). The List of Creditors is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The List of Creditors does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. While the Debtor and its management have made reasonable efforts to ensure that the information in the List of Creditors is accurate and complete based on the information that was available to them at the time of preparation, subsequent information or discovery may result in material changes to the information contained in the List of Creditors. Likewise, inadvertent errors or omissions may exist in the List of Creditors. Nothing contained in the List of Creditors shall constitute a waiver of any of the Debtor's rights or an admission with respect to this chapter 11 case. The Debtor expressly reserves any and all rights to supplement and/or amend this List of Creditors, based upon any relevant information that may be subsequently ascertained during this chapter 11 case. Further, nothing contained herein, including but not limited to the use of certain terms such as "Investment", shall be construed as an admission on behalf of and/or a determination by the Debtor that any parties included on the List of Creditors would constitute equity holders of the Debtor, rather than creditors of the Debtor, nor shall anything contained herein be construed as an admission on behalf of and/or a determination by the Debtor as to the validity and/or extent of any claim or interest held by any individual or entity against the Debtor. The Debtor expressly reserves any and all rights with respect to any determination as to whether any party would constitute an equity holder and/or creditor of the Debtor. The Debtor further reserves any and all rights to contest the validity and/or extent of any asserted claim or interest against the Debtor.

(1) <i>Name of creditor and complete mailing address, including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, or disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Baugh, Tom 4519 Sanderling Cir W. Boynton Beach, FL 33436	Tom Baugh 4519 Sanderling Cir W. Boynton Beach, FL 33436 Phone: (561) 733-6521 or (843) 222-4435 E-mail: tebsands@aol.com	Investment	Contingent, Unliquidated, Disputed	\$4,114,000.00
Price, Karen 1260 West Fitzgerald Ln Bogart, GA 30622	Karen Price 1260 West Fitzgerald Ln Bogart, GA 30622 Phone: (770) 855-4001 E-mail: kpgc@bellsouth.net	Investment	Contingent, Unliquidated, Disputed	\$2,830,000.00

(1) <i>Name of creditor and complete mailing address, including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, or disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Koury, Maurice PO Box 850 BurlingtonNC27216	Maurice Koury PO Box 850 BurlingtonNC27216 Phone: (336) 260-0162 E-mail: mkoury@carolinahosiery.com	Investment	Contingent, Unliquidated, Disputed	\$2,774,400.00
Koury, Brad P.O. Box 850 Burlington, NC 27216	Brad Koury P.O. Box 850 Burlington, NC 27216 Phone: (336) 260-0162 E-mail: mkoury@carolinahosiery.com	Investment	Contingent, Unliquidated, Disputed	\$2,250,000.00
Bell, Kendrell 2501 S. Ocean Dr Apt 204 Hollywood, FL 33019	Kendrell Bell 2501 S. Ocean Dr Apt 204 Hollywood, FL 33019 1270 Caroline St. NE D120-377 Atlanta, GA 30307 Phone: (706) 372-5215 E-mail: kb0097@yahoo.com	Investment	Contingent, Unliquidated, Disputed	\$2,000,000.00
Gillespie, B. Clyde PO Box 258 Graford, TX 76449	B. Clyde Gillespie PO Box 258 Graford, TX 76449 Phone: (979) 255-2737 E-mail: gillispie18@gmail.com	Investment	Contingent, Unliquidated, Disputed	\$1,913,167.00
Price, Edd 5655 Golf Club Drive Braselton, GA 30517	Edd Price 5655 Golf Club Drive Braselton, GA 30517 Phone: (404) 502-0504 E-mail: eprice@aaatanktesters.com	Investment	Contingent, Unliquidated, Disputed	\$1,541,667.00
Allen Investment Fund 120 Trinity Place Athens, GA 30607	David Allen Allen Investment Fund 120 Trinity Place Athens, GA 30607 Phone: (706) 540-0022 or (706) 543-2718 E-mail: dallen@urologyclinic.com or ldills@urologyclinic.com	Investment	Contingent, Unliquidated, Disputed	\$1,387,500.00

(1) <i>Name of creditor and complete mailing address, including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, or disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Nelson Bowers dba Village Investments 217 Colemore Cir Lookout Mountain, TN 37350	Nelson Bowers dba Village Investments 217 Colemore Cir Lookout Mountain, TN 37350 Phone: (423) 242-8484 or (423) 821-6006 E-mail: nebco@aol.com	Investment	Contingent, Unliquidated, Disputed	\$1,273,334.00
Franchione, Dennis 1403 Broken Hills/ PO Box 4112 Horseshoe Bay, TX 78657	Dennis Franchione 1403 Broken Hills/ PO Box 4112 Horseshoe Bay, TX 78657 Phone: (979) 571-2999 E-mail: dennyfran@gmail.com	Investment	Contingent, Unliquidated, Disputed	\$978,950.00
J & M Brands 2875 Casa Del Rio Terrace Jacksonville, FL 32257	Michael Cheek J & M Brands 2875 Casa Del Rio Terrace Jacksonville, FL 32257 Phone: (706) 247-4132 E-mail: mv_cheek@yahoo.com	Investment	Contingent, Unliquidated, Disputed	\$588,500.00
Donnan Dyleski LLC 1150 Julian Dr Watkinsville, GA 30677	Todd Donnan Donnan Dyleski LLC 1891 Crystal Hills Drive Athens, GA 30606 Phone: (706) 248-1713 E-mail: tdonnan@ai-insurancegroup.com	Investment	Contingent, Unliquidated, Disputed	\$550,000.00
Fennell, Steve 600 Oglethorpe Ave Athens, GA 30606	Steve Fennell 600 Oglethorpe Ave Athens, GA 30606 Phone: (706) 540-3442 or (706) 549-5033 E-mail: ssfennell@bellsouth.net	Investment	Contingent, Unliquidated, Disputed	\$427,500.00
Tuberville, Suzanne 9018 CR 6068 Lubbock, TX 79406	Suzanne Tuberville 9018 CR 6068 Lubbock, TX 79406 Phone: (806) 778-6637 E-mail: tuberth@msn.com	Investment	Contingent, Unliquidated, Disputed	\$427,500.00

(1) <i>Name of creditor and complete mailing address, including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, or disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Williams, John M. 1305 Hixson Pike Chattanooga, TN 37405	John M. Williams 1305 Hixson Pike Chattanooga, TN 37405 Phone: (423) 667-3543 E-mail: balfour1@comcast.net	Investment	Contingent, Unliquidated, Disputed	\$400,000.00
Gottfried, Mark 22758 Perdido Beach Blvd Orange Beach, AL 36561	Mark Gottfried 22758 Perdido Beach Blvd Orange Beach, AL 36561 Phone: (205) 383-9477 E-mail: gottfried.coach@gmail.com	Investment	Contingent, Unliquidated, Disputed	\$337,500.00
Helton, David 206 Hickory Chase Carrollton, GA 30117	David Helton 206 Hickory Chase Carrollton, GA 30117 Phone: (770) 846-3412 or (770) 832-9677 E-mail: davidhelton@wghfw.com or dhelton530@charter.net	Investment	Contingent, Unliquidated, Disputed	\$319,550.00
Baugh, Pam 4519 Sanderling Cir W. Boynton Beach, FL 33436	Pam Baugh 4519 Sanderling Cir W. Boynton Beach, FL 33436 Phone: (561) 733-6521 E-mail: pbaugh1@bellsouth.net	Investment	Contingent, Unliquidated, Disputed	\$300,000.00
Allen, David 120 Trinity Place Athens, GA 30607	David Allen 120 Trinity Place Athens, GA 30607 Phone: (706) 540-0022 or (706) 543-2718 E-mail: dallen@urologyclinic.com or ldills@urologyclinic.com	Investment	Contingent, Unliquidated, Disputed	\$262,500.00
Sullivant Holdings LLC 1465 Utica Ave. Brooklyn, NY 11234	Mitch Kirschner Sullivant Holdings, LLC 1465 Utica Ave. Brooklyn, NY 11234 Phone: (917) 692-7900 E-mail: plasticsrus@aol.com	Lease	Disputed	\$235,000.00

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF OHIO
WESTERN DIVISION**

In re: _____) Chapter 11
)
GLC LIMITED,) Case No. 11-_____
)
Debtor.) Honorable _____

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, James R. Burritt, the Chief Restructuring Officer of GLC Limited, declare under penalty of perjury that I have read the answers contained in the foregoing list of creditors and that they are true and correct to the best of my knowledge, information and belief.

Dated February 28, 2011

Signature /s/ James R. Burritt
James R. Burritt
Chief Restructuring Officer

CERTIFICATE OF ACTION OF
BOARD OF DIRECTORS OF
GLC LIMITED, INC.

Acting pursuant to Section 31D-8-821 of the West Virginia Business Corporation Act, in lieu of a meeting, the existing Board of Directors (the "Board") of GLC Limited, Inc., a West Virginia corporation (the "Corporation"), does hereby adopt the following resolutions.

Authorizing Bankruptcy Petition Filing

WHEREAS, the Chief Restructuring Officer (defined below) of the Corporation believes and has recommended to the Board that it will be in the best interest of the Corporation, its creditors, shareholders and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

NOW THEREFORE BE IT RESOLVED, that in judgment of the Board, the Chief Restructuring Officer's recommendation to file a petition for relief under the provisions of chapter 11 of the Bankruptcy Code is desirable and in the best interest of the Corporation, its creditors, shareholders and other interested parties and is hereby approved. The Chief Restructuring Officer will, at such time as is determined by the Chief Restructuring Officer immediately proceed with the necessary and appropriate action to seek relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Ohio (Eastern Division) (the "Chapter 11 Case").

BE IT RESOLVED FURTHER, that James Burritt of Main Stream Management is hereby appointed as the chief restructuring officer of the Corporation (the "Chief Restructuring Officer") and is authorized to take any and all action on behalf of the Corporation, the officers of the Corporation and the Board which the Chief Restructuring Officer may deem necessary or proper in connection with the operation of the business of the Corporation and the Chapter 11 Case of the Corporation.

BE IT RESOLVED FURTHER, that the Chief Restructuring Officer of the Corporation is hereby authorized and directed, on behalf of and in the name of the Corporation, to execute and verify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed with the United States Bankruptcy Court for the Southern District of Ohio (Eastern Division) (the "Bankruptcy Court") at such time as the Chief Restructuring Officer executing such petition on behalf of the Corporation shall determine.

BE IT RESOLVED FURTHER, that the Chief Restructuring Officer of the Corporation, or agents as appointed by the Chief Restructuring Officer (including

counsel approved by the Board), as may be designated by the Chief Restructuring Officer from time to time, are hereby authorized to execute and file all petitions, schedules, lists, statements, applications, pleadings and other papers, to take all action on behalf of the Corporation and the Board which the Chief Restructuring Officer may deem necessary or proper in connection with the Chapter 11 Case, and to retain and employ all assistance by attorneys, investment bankers, accountants and other professionals which is necessary or proper with a view to the successful prosecution of the Chapter 11 Case of the Corporation.

BE IT RESOLVED FURTHER, that the Chief Restructuring Officer of the Corporation or agents as appointed by the Chief Restructuring Officer (including counsel approved by the Board), as may be designated by the Chief Restructuring Officer from time to time, are hereby authorized to continue to operate the Corporation in the ordinary course of the business of the Corporation and are further authorized and empowered to cause the Corporation and such of its affiliates of the Corporation as the Chief Restructuring Officer deems appropriate to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals of ruling of governmental or regulatory authorities, certificates and other documents, and to take such other actions within the ordinary course of the business of the Corporation and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions.

BE IT RESOLVED FURTHER, that the Corporation is authorized to retain, on behalf of the Corporation, the law firm of Frost Brown Todd LLC, 2200 PNC Center, 201 East Fifth Street, Cincinnati, OH 45202-4182 as bankruptcy and general corporate counsel to render legal services to, and to represent the Corporation in connection with the Chapter 11 Case and other related matters in connection therewith and that the Corporation pay Frost Brown Todd LLC under a general retainer to perform such services.

BE IT RESOLVED FURTHER, that any and all past actions heretofore taken by officers or directors of the Corporation in the name of and on behalf of the Corporation in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, approved and adopted.

BE IT RESOLVED FURTHER, that all actions taken by any officer of the Corporation in connection with the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

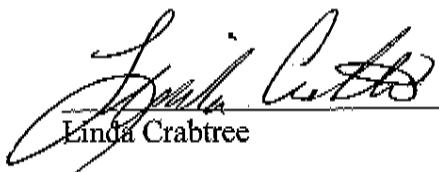
BE IT RESOLVED FURTHER, that the Chief Restructuring Officer of the Corporation is hereby authorized to certify and deliver to any person to whom such certification and delivery may be deemed necessary and desirable in the opinion of such officer, a true copy of the foregoing resolutions.

(Signature Page to Certificate of Action of
Board of Directors of GLC Limited, Inc.)

Dated as of Jan 28, 2011.

The undersigned certify they constitute the entire Board of Directors of the Corporation.



Gregory Crabtree

Linda Crabtree